

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

TOYS “R” US, INC., et al.

Debtors.

Chapter 11

Case No. 17-34665 (KLP)

(Jointly Administered)

**OBJECTION OF THE UNITED STATES TRUSTEE TO DEBTORS’ MOTION  
FOR ENTRY OF AN ORDER (I) AUTHORIZING THE DEBTORS TO PROVIDE  
CONSIDERATION TO LANDLORDS IN EXCHANGE FOR EXTENDING THE  
365(D)(4) DEADLINE, (II) APPROVING THE ETENSION LETTER, AND  
(III) GRANTING RELATED RELIEF**

John P. Fitzgerald, III,<sup>1</sup> the Acting United States Trustee for Region Four, which includes the Eastern District of Virginia, Richmond Division, by and through undersigned counsel, in furtherance of the duties and responsibilities set forth in 28 U.S.C. § 586(a)(3) and (5) and pursuant to 11 U.S.C. §§ 307 and 363, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for this District, hereby files his objection to the Debtors’ Motion for Entry of an Order (i) Authorizing the Debtors to Provide Consideration to Landlords in Exchange for Extending the § 365(d)(4), (ii) Approving the Extension Letter, and (iii) granting Related Relief (the “Landlord Motion”). *See* ECF Doc. 1450. In support of his response, the United States Trustee represents and alleges as follows:

**I. PRELIMINARY STATEMENT**

In the Landlord Motion, the Debtors propose an overall package of consideration for

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<sup>1</sup> Acting United States Trustee for Region 4, John P. Fitzgerald, III is recused from participation in this matter. The matter is proceeding under the direction of William K. Harrington, United States Trustee for Regions 1 and 2.

landlords of Unexpired Leases in exchange for their consent to a further extension of the time to assume or reject leases pursuant to 11 U.S.C. § 365(d)(4)(B)(ii). The consideration package consists of, among other things, a pool of \$1.3 million to be shared *pro rata* amongst the consenting landlords to pay their attorneys' fees related to the Debtors' requested extensions and to pay the prepetition portion of their "additional rent" claims. The Debtors argue that the consideration offered to the landlords in exchange for the Extension is authorized under section 363(b)(1) as being in the Debtors' "sound business judgment." The United States Trustee does not dispute that a debtor may properly seek court authorization to make non-ordinary course payments to landlords for the right to extend a lease option—with the accompanying right to extend the assumption-rejection period—as long as the debtor establishes that the payment is a reasonable exercise of its business judgment. But any such transaction must comply with *all* of the Bankruptcy Code. Debtors' current proposal does not, and they have also failed to meet their burden of proving that the offered consideration is reasonable. The United States Trustee, therefore, objects on the following grounds:

- a. The Debtors propose to waive any preference claims they may have against the landlords. The Debtors, however, have failed to meet their burden to prove that granting the Preference Waivers (as defined below) is in the sound exercise of their business judgment.
- b. The Debtors also propose to pay each consenting landlord's *pro rata* share of up to \$300,000.00 in attorney fees. But the payment of a creditor's legal fees without any other support or proof is not permitted by the Bankruptcy Code.
- c. The Debtors should not be allowed to pay pre-petition claims to landlords ahead of other unsecured claimants.
- d. The timing of the consent process proposed in the Landlord Motion is problematic.

## **II. FACTUAL BANKGROUND**

### **A. General**

1. On September 19, 2017 (the “Petition Date”), Toys “R” Us, Inc. and twenty-four of its affiliated companies commenced voluntary cases under Chapter 11 of the Bankruptcy Code. *See* ECF Doc. No. 1. By order entered on September 19, 2017, the Court authorized joint administration of the cases for procedural purposes. *See* ECF Doc. No. 78. Since the orders for relief under chapter 11 were entered, the Debtors have operated as debtors-in-possession under sections 1107(a) and 1108 of the Bankruptcy Code. To date, no trustee or examiner has been appointed in these chapter 11 cases.

3. On September 26, 2017, pursuant to section 1102(a)(1) of the Bankruptcy Code, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”). *See* ECF Doc No. 206.

4. On November 28, 2017, the Debtors filed a motion (the “Section 365(d)(4) Motion”) pursuant to 11 U.S.C. § 365(d)(4) seeking (i) to extend by 90 days the time period within which the Debtors had to assume or reject unexpired leases of nonresidential real property (the “Unexpired Leases”) through and including April 16, 2018 and (ii) establishing procedures to obtain Court approval of agreements further extending the 365(d)(4) deadline to assume or reject leases beyond April 16, 2018 (the “Extension Procedures”). *See* ECF Doc No. 1094.

5. An order approving the Section 365(d)(4) Motion was entered on December 20, 2017 (the “Extension Order”). *See* ECF Doc No. 1321. The Extension Order extended the initial period the Debtors had to assume or reject Unexpired Leases until April 16, 2018 and approved the Extension Procedures. Due to the Debtors anticipating that they may need to

extend the objection deadline further with the consent of the landlords, as provided for in § 365(d)(4)(b)(ii), the Extension Procedures allowed the Debtors, after receiving the prior consent to extend the § 365(d)(4) deadline from the applicable landlords, to file with the Court and serve on various parties in interest an extension notice informing parties of the proposed extension to the § 365(d)(4) deadline and allowing parties an opportunity to object. *Id.*

6. On December 20, 2017, the Court entered an order extending the Debtors' exclusive period to file a chapter 11 plan through and including July 15, 2018. *See* ECF Doc. No. 1319.

7. On January 9, 2018, the Debtors filed the Landlord Motion currently before the Court. According to the Landlord Motion, the Debtors and the Committee developed a process to expand the Extension Procedures previously approved to obtain the consent of the hundreds of landlords for a further extension of the time to assume or reject the Unexpired Leases through the date of confirmation of a plan of reorganization (each, an "Extension"). *See* Landlord Motion at ¶¶ 8-9.

8. The Debtors and the Committee reached an agreement on an overall package of consideration to provide landlords of Unexpired Leases in exchange for their consent to the Extension. *Id.* at ¶9. The proposed consideration to obtain each of the landlord's consent to an extension is the following:

- a. The Debtors will waive all preference claims arising under 11 U.S.C. § 547 against a consenting landlord (the "Preference Waivers");
- b. The Debtors will set aside a pool of funds in the amount of \$1,300,000.00 which will provide for: (a) first, payment of *pro rata* reasonable and documented attorneys' fees and expenses, up to a maximum of \$300,000.00 in connection with a landlord's counsel review of the Extension, and (b) second, a *pro rata* share on account of the prepetition portion of select landlord "additional rent" claims (the "Prepetition Rent Payment"), which amount would be paid after (i) the Debtors' determination of the treatment of all of their Unexpired Leases subject to the

Extension and (ii) a reconciliation of the amounts owed with the Debtors.<sup>2</sup>

- c. If the Debtors do not reject and surrender possession of the premises subject to the leases on or before August 31, 208, the Debtors will not reject an Unexpired Lease until on or after January 4, 2019, with the exception that the Debtors may reject the leases pursuant to a confirmed plan of reorganization.

See Landlord Motion at ¶ 10.

### OBJECTION

Section 365(d)(4) sets a deadline for the assumption of a lease in order to limit the period during which a lessor may be kept in “limbo” with an unexpired lease that has been neither assumed nor rejected. *See* 11 U.S.C. § 365(d)(4)(A) (providing that an unexpired lease of nonresidential real property under which the debtor is the lessee is deemed rejected if it is not assumed or rejected by the earlier of 120 days after the date of the order of relief or the date of the entry of an order confirming a plan). During the “limbo” period, the landlord may not know whether the lease will be assumed—and pre-petition defaults cured—or whether it will be rejected—leaving the landlord with an unsecured claim for pre-petition arrears and with vacant space to re-let. The 2005 amendments to the Bankruptcy Code shortened the period within which a debtor has to make such a decision, which had sometimes extended for years, and set stricter deadlines and procedures for debtors to follow. *Id.*

Currently, section 365(d)(4)(B) provides that the initial 120 days for a debtor to decide whether to assume or reject an unexpired nonresidential lease can be extended for 90 additional days for “cause.” *See* 11 U.S.C. § 365(d)(4)(B)(i). The Bankruptcy Code is explicit that any extension beyond the 210-day statutory maximum be conditioned “only upon the prior written

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<sup>2</sup> While the Landlord Motion is silent as to this, the Extension Letter attached as an exhibit to the Landlord Motion indicates that any claims held by the landlord in the Chapter 11 Cases will be reduced by the Prepetition Rent Payment. *See* Landlord Motion, Exhibit 1 at fn.2.

consent of the lessor in each instance.” *See* 11 U.S.C. § 365(d)(4)(B)(ii). In order to obtain the consent of as many of the hundreds of landlords as possible, the Debtors are proposing an unprecedented package offering consideration to the landlords in exchange for their consent.

No specific provision in the Bankruptcy Code authorizes what the Debtors propose, and the United States Trustee has found no legal precedent for the relief sought in the Landlord Motion beyond the general standards of section 363(b) permitting non-ordinary course payments with court approval. But the Debtors have failed to meet their burden that the consideration provided for in the Landlord Motion is a reasonable exercise of their business judgment. Moreover, the offered consideration is inconsistent both with other specific sections and the comprehensive scheme of the Bankruptcy Code.

**a. The Debtors Have Failed to Meet their Burden to Prove that Granting the Proposed Preference Waivers Is in the Sound Exercise of the Debtors’ Business Judgment**

As part of the compensation package offered to landlords of Unexpired Leases who consent to the Extension, and whose Extension Letter is in turn executed by the Debtors, the Landlord Motion seeks authority to grant Preference Waivers. The Landlord Motion, however, fails to provide any declaration, affidavit, or information whatsoever as to the validity and value of the possible preference claims at issue and the analysis undertaken to determine the extent of the claims that the Debtors may be waiving under the proposed procedures. The only argument in support for granting the Preference Waivers is that “the Debtors do not believe that they hold material preference claims against their landlords” and claim that granting Preference Waivers in exchange for the flexibility and Extensions is a sound use of the Debtors’ business judgment. *See* Landlord Motion at ¶ 19.

That may or may not be true. Thus far, the evidence provided to justify the Preference

Waivers fails to meet even the somewhat permissive standards of 11 U.S.C. § 363(b)(1). When applying the deferential “business judgment test” under section 363(b)(1), courts usually inquire whether a debtor has proven that the transaction at issue or the proposed use of funds is within the fair and reasonable business judgment of the debtor and thus within the zone of acceptability. *See In re Alpha Natural Resources*, 546 B.R. 348, 360-61 (Bankr. E.D. Va. 2016); *see also In re Derivium Capital, LLC*, 380 B.R. 392, 404 (Bankr. D. S.C. 2007) (when considering section 363(b) in connection with a sale of estate property, the trustee’s business judgment is to be given great judicial deference, but the court must scrutinize whether the trustee has fulfilled his or her duty to maximize the value obtained from a sale).

Accordingly, even the “business judgment” test of section 363(b)(1) is not without its checks and balances. Here, the Debtors seek *carte blanche* to decide whether to waive preference actions that may be of value of the estate without providing any support as to the amount of claims that they would be waiving and the effect that such Preference Waivers may have on the recoveries of creditors. Without additional information and disclosure to support their broad and unsupported statement that the Preference Waivers are in the Debtors’ sound exercise of their business judgment, the relief sought in the Landlord Motion should be denied.

**b. The Court Should Not Approve Payments of the Landlord’s Attorneys’ Fees and Expenses Without Further Support for Such Payments**

Pursuant to the Landlord Motion, the Debtors are seeking Court approval for the payment – up to \$300,000.00 – of reasonable and documented attorneys’ fees and expenses in connection with a landlords’ counsel’s review of the Extension, which fees and expenses would be paid promptly once all landlord claims for such fees have been received and reviewed. The Debtors appear to argue that the agreement to pay these professional fees and expenses fall within their business judgment for assessing transactions outside the ordinary course of business under 11

U.S.C. § 363(b)(1). This is, however, an incorrect analysis.

The Debtors appear to be treating such payments as administrative expenses and propose to pay them even before plan confirmation. The Bankruptcy Code allows limited situations in which the reimbursement of these types of professional fee payments would be allowed: (a) 11 U.S.C. § 503(b)(4) – which provides that “after notice and a hearing” there shall be allowed administrative expenses, including “reasonable compensation for professional services rendered by an attorney or an accountant of an entity whose expense is allowable” as a substantial contribution under 11 U.S.C. § 503(b)(3); (b) 11 U.S.C. § 365(b)(1); and/or (c) 11 U.S.C. § 365(d)(3). More specifically, 11 U.S.C. § 365(b)(1) requires a debtor, as a prerequisite to assuming an unexpired lease, to cure any default, to provide adequate assurance of future performance, and to compensate for any actual pecuniary loss sustained by the landlord as a cause of the default. Section 365(b) does not provide an independent basis for the recovery of the landlord’s attorney’s fees. For such fees to be reimbursable, the Debtor must first decide to assume the lease, and the fees must be allowed under the lease. *See In re FKA FC, LLC*, 545 B.R. 567, 574 (Bankr. W.D. Mich. 2016) (holding that the following four requirements must be met in order for non-debtor counterparty to recover attorney fees in connection with assumption of lease: (1) default under agreement must have occurred; (2) agreement must specifically entitle non-debtor party to reimbursement of attorney fees; (3) applicable non-bankruptcy law must recognize right to attorney fees, and (4) attorney fees must be reasonable); *In re M. Fine Lumber Co.*, 383 B.R. 555, 569 (Bankr. E.D. N.Y. 2008) (“Section 365(b) of the Bankruptcy Code does not provide an independent basis for recovery of attorneys’ fees . . . . A landlord is entitled to recover attorneys’ fees in connection with lease assumption pursuant to § 365(b) only to the extent provided for in the lease.”). Similarly, 11 U.S.C. § 365(d)(3) offers some coverage to



landlords within the first 60 days of the case and grants administrative priority to post-petition rent and other payments, such as legal fees. However, the landlord's entitlement to administrative priority claim is limited to those attorney fees and expenses, if any, that are authorized by the lease and that are incurred as a result of the failure of the debtor to pay post-petition rent, and it does not extend to all fees and expenses incurred by a landlord in connection with the tenants' bankruptcy. *In re Beltway Medical, Inc.*, 358 B.R. 448, 453 (Bankr. S.D. Fla. 2006).

Here, the Debtors seek to pay the landlords' legal fees and expenses and to allow the attorneys to reap the benefits of the administrative status under 11 U.S.C. §§ 503(b), 365(b), or 365(d)(3), without subjecting themselves or the landlords to their burdens. The Debtors appear to argue that they need show no more than their own business judgment. The plain meaning of the Bankruptcy Code's text, however, is clear and determinative. The "general language of a [Bankruptcy Code] statutory provision, although broad enough to include it, will not be held to apply to a matter specifically dealt with in another part of the same enactment." *RadLAX Gateway Hotel, LLC v. Amalagamated Bank*, 132 S. Ct. 2065, 2071 (2012) (internal quotation, citation, and modification omitted). This rule "is particularly true where ... Congress has enacted a comprehensive scheme and has deliberately targeted specific problems with specific solutions." *Id.* (internal quotation and citation omitted). So too here, where Congress has enacted 11 U.S.C. §§ 503(b), 365(b), and 365(d)(3) to govern administrative expense payments from the bankruptcy estate in situations of this kind, the broader business judgment rule of section 363(b) should not override the specific provisions. *See In re Lehman Bros. Holdings, Inc.*, 508 B.R. 283, 289 (S.D.N.Y. 2014) (Section 503(b) is the exclusive avenue for payment of administrative expenses).

Here, the payment provision for the legal fees and expenses of landlords conflict with the statutory standards and procedures for payment of administrative expenses because they authorize certain creditors to be paid administrative expenses outside of a plan without the necessity of filing an application or a claim for administrative claim. Moreover, the proposed procedure would give the Debtors sole discretion to review the fees to determine whether they are even provided for under the lease at issue and to determine their reasonableness, with no transparency or ability for the Court or interested parties to review the payment of such fees and expenses prior to the Debtors making them.

**c. The Debtors Should Not Be Allowed to Pay Pre-petition Claims to Landlords Possibly Ahead of Other Unsecured Claimants**

The Landlord Motion proposes to set aside about \$1,000,000.00, at a minimum, to pay the consenting landlords their *pro rata* share of the consideration pool on account of the prepetition portion of their additional rent claims (including CAM, insurance, and real estate taxes). Such payments would not be tied to a confirmed plan of reorganization.<sup>3</sup> The Landlord Motion requests that the Court authorize the legal right to payment at this time.

To the extent that an Unexpired Lease is assumed, all prepetition defaults, including additional rent payments, would have to be cured – whether or not the landlord had signed on to the extension. To the extent that an Unexpired Lease is rejected, however, it is possible that the consenting landlords who sign on the Extension will receive better treatment than non-

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<sup>3</sup> The Landlord Motion provides that the *pro rata* prepetition portion of the additional rent claims would not be paid to the consenting landlords until:

- a. The Debtors' determination of the treatment of all of their Unexpired Leases – a lot of which will not occur until confirmation, and
- b. The landlords' proof of claims are reconciled.

See Landlord Motion at p. 6, ¶10.

consenting one whose leases are rejected by April 16, 2018, in that they are guaranteed a *pro rata* share of the consideration pool.

The statutory priorities are established by 11 U.S.C. § 507. Thus, when analyzing a request to make non-plan priority-skipping distributions in a chapter 11 case, bankruptcy courts must examine the Bankruptcy Code for “some affirmative indication of intent [that] Congress actually meant to make [the proposed disbursement] a backdoor means to” circumvent the statutory priority system established by section 507. *Czyzewski v. Jevic Holding Corp.*, 137 S. Ct. 973, 984 (2017). “The importance of the priority system leads us to expect more than simple statutory silence if, and when, Congress were to intend a major departure.” *Id.*

Pre-confirmation payments of select pre-petition unsecured claims violates the clear policy of Chapter 11 reorganizations. *In re United American, Inc.*, 327 B.R. 776, 781 (Bankr. E.D. Va. 2005). In other words, “it permits the piecemeal dismemberment of the debtor to the potential detriment of the reorganization effort and other unsecured creditors.” *Id.* The requirements for the plan confirmation process set forth in section 1129 “preclude unfair discrimination against creditors and generally preclude immediate full payment of some pre-petition unsecured creditors while providing for only partial payment over time to others.” *Id.* Here, while the payments of the consideration pool will not be actually made until after confirmation, the legal right to such payment arises beforehand. Thus, these payments have the potential to skip over administrative expense claimants and creditors who claims should be paid ahead of the consenting landlords whose claims are rejected.

Here, the United States Trustee acknowledges that the Debtors should be able to provide economic consideration to consenting landlords of Unexpired Leases in exchange for their consent to an extension of the deadlines set forth in 11 U.S.C. § 365(d)(4) – *i.e.*, a lease option

right – but even those payments of “consideration” must be consistent with the structure of the Bankruptcy Code. Said differently, the Debtors should be able to prove that such payments are tantamount to post-petition administrative expenses because the lease options benefit the estate. And by divorcing the payments from the pre-petition rent claims, Landlords will instead receive consideration relative to the post-petition value they have provided—thereby giving rise to an appropriate administrative expense claim under 11 U.S.C. § 503(b). To date, the Debtors have not addressed these issues adequately and should make appropriate revisions to address them.

**d. The Timing Proposed Under the Landlord Motion is Problematic**

Lastly, the timing proposed under the Landlord Motion in terms of the consent to be provided by the landlords is not feasible and should be amended. More specifically, the Extension Letter attached as Exhibit A to the Landlord Motion requests that each landlord respond by January 12, 2018 to the extent that they grant their consent to the Extension. In turn, the Debtors would have until January 27, 2018 to counter-sign the Extension Letter, at which time the consideration to be provided becomes binding and effective. Because the hearing on the Landlord Motion is not until January 23, 2018, the dates proposed in the Extension Letter need to be reasonably extended.

**CONCLUSION**

WHEREFORE, the United States Trustee respectfully requests that the Court sustain the foregoing Objection, deny the Landlord Motion in its current state, and grant such other and further relief as the Court may deem just and proper.

Respectfully Submitted,

Dated: January 19, 2018

William K. Harrington  
United States Trustee for Regions 1 and 2

By: /s/ Robert B. Van Arsdale

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**CERTIFICATE OF SERVICE**

I hereby certify that on the 19th day of January 2018, I caused a copy of the foregoing pleading, **Objection of the United States Trustee to Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Provide Consideration to Landlords in Exchange for Extending the 365(D)(4) Deadline, (II) Approving the Extension Letter, and (III) Granting Related Relief**, to be served by regular U.S. Mail or email on the core parties and the 2002 list parties as shown on the attached list and all parties receiving notices in this case through the court's ecf system.

By: /s/ Robert B. Van Arsdale

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In re: Toys "R" Us, Inc., et al.  
Core/2002 Service List  
Case No. 17-34665 (KLP)

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In re: Toys "R" Us, Inc., et al.  
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In re: Toys "R" Us, Inc., et al.  
Core/2002 Service List  
Case No. 17-34665 (KLP)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
COUNSEL TO STEERING COMMITTEE OF B-2 AND B-3 LENDERS	ARNOLD & PORTER KAYE SCHOLER, LLP	ATTN: ROSA J. EVERGREEN	601 MASSACHUSETTS AVENUE, NW		WASHINGTON	DC	20001-3743		202-942-5000	202-942-5999	rosa.evergreen@apks.com
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DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	COUNTRY	PHONE	FAX	EMAIL
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ATTORNEY GENERAL	STATE OF MAINE ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	6 STATE HOUSE STATION		AUGUSTA	ME	04333				
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ATTORNEY GENERAL	STATE OF NEW MEXICO ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	P.O. DRAWER 1508		SANTA FE	NM	87504-1508				
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ATTORNEY GENERAL	STATE OF NEW YORK ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	THE CAPITOL		ALBANY	NY	12224-0341				
ATTORNEY GENERAL	STATE OF FLORIDA ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	THE CAPITOL, PL 01		TALLAHASSEE	FL	32399-1050				



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ATTORNEY GENERAL	UNITED STATES OF AMERICA ATTORNEY GENERAL	ATTN: BANKRUPTCY DEPARTMENT	US DEPT OF JUSTICE	950 PENNSYLVANIA AVE NW	WASHINGTON	DC	20530-0001				
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VIRGINIA DEPARTMENT OF TAXATION	VIRGINIA DEPARTMENT OF TAXATION	ATTN: OFFICE OF CUSTOMER SERVICES	PO BOX 1115		RICHMOND	VA	23218-1115				
ADMINISTRATIVE AGENT FOR THE SECURED TERM LOAN	BANK OF AMERICA, NA	ATTN: BEVSY RATTO	40 BROAD STREET		BOSTON	MA	02109				
INDENTURE TRUSTEE FOR THE DEBTORS' 7.375% SENIOR NOTES	BANK OF NEW YORK	ATTN: CORPORATE TRUST ADMINISTRATION	101 BARCLAY STREET, FLOOR 21 WEST		NEW YORK	NY	10286				
INDENTURE TRUSTEE FOR THE DEBTORS' 8.75% UNSECURED NOTES	BANK OF NEW YORK	ATTN: CORPORATE TRUST ADMINISTRATION	101 BARCLAY STREET, FLOOR 21 WEST		NEW YORK	NY	10286				
LENDER, PROPCO II MORTGAGE LOAN	GOLDMAN SACHS MORTGAGE COMPANY	ATTN: J. THEODORE BORTER AND RENE THERIAULT	GENERAL COUNSEL	200 WEST STREET	NEW YORK	NY	10282				
COUNSEL TO LEARNING RESOURCES, INC.	MUCH SHELIST, P.C.	ATTN: JEFFREY M. SCHWARTZ, ESQUIRE, JEFFREY L. GANSBERG, ESQUIRE	191 N. WACKER DRIVE	SUITE 1800	CHICAGO	IL	60606		312-521-2000		
ADMINISTRATIVE AGENT FOR THE SENIOR UNSECURED TERM LOAN FACILITY	GOLDMAN SACHS LENDING PARTNERS, LLC	ATTN: JERRY SMAY	200 WEST STREET		NEW YORK	NY	10282		972-368-2579	212-357-4597	
ADMINISTRATIVE AGENT FOR THE SECURED TERM LOAN	BANK OF AMERICA, NA	ATTN: KELLY T WEAVER	101 SOUTH TRYON STREET		CHARLOTTE	NC	28255		980-387-5452	704-208-2871	
AGENT FOR THE GIRAFFE JOINT MEZZANINE LOAN	BRIGADE CAPITAL MANAGEMENT, LP	ATTN: PATRICK CRISCILLO, CHIEF FINANCIAL OFFICER	399 PARK AVENUE, 16TH FLOOR		NEW YORK	NY	10022				
CANADIAN ADMINISTRATIVE AGENT FOR THE SECURED REVOLVING CREDIT FACILITY	BANK OF AMERICA, NA	ATTN: PRESIDENT OR GENERAL COUNSEL	181 BAY STREET, 4TH FLOOR		TORONTO	ON	M5J 2V8	CANADA			
CO-COLLATERAL AGENT FOR THE SECURED REVOLVING CREDIT FACILITY	WELLS FARGO BANK, NATIONAL ASSOCIATION	ATTN: PRESIDENT OR GENERAL COUNSEL	ONE BOSTON PLACE, 19TH FLOOR		BOSTON	MA	02108				
AGENT FOR THE PROPCO II MORTGAGE LOAN	BANK OF AMERICA, NA	ATTN: SERVICING MANAGER TELEPHONE	C/O CAPITAL MARKETS SERVICING GROUP	900 WEST TRADE STREET, SUITE 650, MAIL CODE: NC1- 026-06-01	CHARLOTTE	NC	28255		866-531-0957	704-317-4501	
CHATHAM COUNTY TAX COMMISSIONER	CHATHAM COUNTY TAX COMMISSIONER	ATTN: THERESA C. HARRELSON	POST OFFICE BOX 8324		SAVANNAH	GA	31412-8324		912-652-7109	912-652-7101	
INDENTURE TRUSTEE FOR THE TRU TAJ 12.00% SENIOR NOTES	WILMINGTON TRUST, NATIONAL ASSOCIATION	ATTN: TRU TAJ SECURED NOTES ADMINISTRATOR	50 SOUTH SIXTH STREET, SUITE 1290		MINNEAPOLIS	MN	55402		612-217-5651		
ENVIRONMENTAL PROTECTION AGENCY	ENVIRONMENTAL PROTECTION AGENCY	REGION 3 (DC, DE, MD, PA, VA, WV)	1650 ARCH STREET		PHILADELPHIA	PA	19103-2029		215-814-5000	215-814-5103	
SECURITY TRUSTEE FOR THE UK REAL ESTATE CREDIT FACILITY	U.S. BANK TRUSTEES LIMITED	STRUCTURED FINANCE RELATIONSHIP MANAGEMENT	125 OLD BROAD STRET		LONDON		EC2N 1AR	UNITED KINGDOM			
CASH MANAGER FOR THE UK REAL ESTATE CREDIT FACILITY	ELAVON FINANCIAL SERVICES LIMITED, UK BRANCH	STRUCTURED FINANCE RELATIONSHIP MANAGEMENT	5TH FLOOR, 125 OLD BROAD STREET		LONDON		EC2N 1AR	UNITED KINGDOM			
NOTE ISSUER FOR THE UK REAL ESTATE CREDIT FACILITY	DEBUSSY DTC PLC	THE DIRECTORS	4TH FLOOR	40 DUKES PLACE	LONDON		EC3A 7NH	UNITED KINGDOM			
OFFICE OF THE SECRETARY OF THE COMMONWEALTH OF VIRGINIA	OFFICE OF THE SECRETARY OF THE COMMONWEALTH		1111 E. BROAD ST.	4TH FL.	RICHMOND	VA	23219		804-786-2441	804-371-0017	
US SECRETARY OF TREASURY	SECRETARY OF TREASURY		1500 PENNSYLVANIA AVE, NW		WASHINGTON	DC	20220		202-622-2000	202-622-6464; 202-622-6415	